Acthar plaintiffs group to these retentions. After the scheduling discussion at that hearing, the Acthar plaintiffs withdrew their objection and filed a limited objection in its place at Docket Number 604. And based on the statements on the record of the November 20th hearing, based on our correspondence with counsel to the Acthar plaintiffs and the statements and the limited objection that they filed, our understanding is that the orders approving these three retention applications today are uncontested.

And so, presuming that's the case, I'll just proceed with some housekeeping around declarations and the orders. But I'll pause now to make sure that we are proceeding on that basis.

THE COURT: Okay. Is there anyone who disagrees that, as of -- for today's purposes at least, the retention motions are unopposed?

(No verbal response)

THE COURT: Okay. You may proceed, Mr. Gott.

MR. GOTT: Thank you, Your Honor.

So, to address the housekeeping, we request that the declarations filed in support of the three applications be admitted into evidence, and these are the following:

For Latham's retention application, those are the declaration of George Davis and the declaration of Stephen Welch, which were both attached to the application at Docket

Number 384, as well as the supplemental declaration of George Davis, filed at Docket Number 589, to address certain requests from the U.S. Trustee.

THE COURT: Mr. Gott, that last -- the last name you just said did not come through. There was some rustling of papers that cut you off.

MR. GOTT: Okay. No problem. That reference is to the supplemental declaration of George Davis, filed at Docket Number 589.

THE COURT: Okay. Thank you.

MR. GOTT: For Wachtel's retention application, those declarations are Philip Mindlin, and also Stephen Welch, both of which were, likewise attached to the application at Docket Number 382; as well as the supplemental declaration of Philip Mindlin filed at Docket Number 588, likewise, to address certain requests from the U.S. Trustee.

And for Ropes & Gray's retention application, the relevant declarations are those of Brien O'Connor and of Stephen Welch, which were attached to the application at Docket Number 380.

Each of these witnesses -- Mr. Welch, Mr. Davis, Mr. Mindlin, and Mr. O'Connor, are present on the call for today's hearing and are available for cross-examination. But we would request that these declarations be admitted into evidence.

THE COURT: Is there any objection?

(No verbal response)

THE COURT: They're admitted without objection.

(Welch Declaration Re: Latham received in evidence)

(Welch Declaration Re: Wachtell received in evidence)

(Welch Declaration Re: Ropes received in evidence)

(Davis Declaration received in evidence)

(Davis Supplemental Declaration received in evidence)

(Mindlin Declaration received in evidence)

(Mindlin Supplemental Declaration received in evidence)

(O'Connor Declaration received in evidence)

MR. GOTT: Thank you.

Turning briefly to the forms of order, just as a point of order, we uploaded revised forms of order for the Wachtell and Ropes & Gray retentions that addressed certain comments from the United States Trustee's Office.

For the Wachtell order, the one substantive change was to add a paragraph around the treatment of Wachtell's retainer. For the Ropes order, there is, likewise, a change regarding the retainer held by Ropes, as well as an added statement that Ropes will use reasonable efforts to avoid duplication of services with the debtors' other professionals. And both of those revised forms of order were approved by the U.S. Trustee and were shared yesterday with the committees and with the Acthar plaintiffs. And for the

third order, for Latham's retention, there have been no changes from the originally filed version.

And so, absent any questions from Your Honor, we would request entry of the orders approving the Latham, the Wachtell, and the Ropes & Gray retention applications.

THE COURT: Okay. I have no questions. I did review the redlines, so I'm satisfied.

Is there anyone else who wishes to be heard?

(No verbal response)

THE COURT: Okay. I'm satisfied then, based on the record, that the requested relief is appropriate and the retention of the three firms is appropriate, and I will enter the order.

UNIDENTIFIED: (Indiscernible)

MR. GOTT: Next on the agenda and for moving through the hearing is Agenda Item 18, and that's the debtors' intercompany restructuring motion.

And before a short presentation on this item, I would move the declaration of Matthew Peters in support of this motion -- which was filed at Docket Number 405 -- into evidence. Mr. Peters is present on the call for today's hearing and is available for cross-examination.

THE COURT: Is there any objection?

(No verbal response)

THE COURT: It's admitted without objection.

(Peters Declaration received in evidence)

MR. GOTT: Thank you, Your Honor.

So, by this motion, the debtors are seeking authority to execute on a series of intercompany restructuring transactions. The net effect of these transactions will be to save the debtors from needlessly incurring as much as 12 million to $15 million per month of income tax liability, beginning on December 26th, 2020, at the start of the debtors' next fiscal year.

And while that justification speaks for itself, the debtors recognize that, as debtors-in-possession, they must be mindful that there are many, many parties-in-interest out there, who, when they read this motion and they see the plan movement of assets and the institution of new liabilities, that they might be concerned about how all of this could affect their rights.

So the debtors built into this transaction -- and this is part of both the proposed order, and will also be part of the transaction documents themselves -- there are a number of protections for creditors. These include what the Court would have seen described in the motion and in the order. We have special provisions that will be placed in the new notes being issued that subordinate those notes to other claims and limit their recourse and principal amounts, based on the value of the issuer's assets against its liabilities.

There are provisions in the order that the claims and interests at the transferring debtors will travel with the assets being moved, and that recourse at the recipient entity will be cabined between its old claims and its old assets on the one hand and its new assumed claims and new received assets on the other hand.

And then, finally, we've built in several reservation of rights for all creditors, especially those who have engaged with us to make sure that all interests were properly protected with those goals in mind.

And that's an important point here. We've had the benefit of some really great engagement by all our key creditor groups to add to and to clarify the form of order, and that includes our RSA parties, the ad hoc term loan group, the credit agreement agent, the ad hoc group of revolver lenders, the trustee under our first and second lien notes, the unsecured creditors' committee, the opioid claimants' committee, and also the -- certain of the counterparties whose contracts we will assume and assign in these transactions.

Of course, each group has been focused primarily on its own interests and the interests of the creditors they represent in certain cases. And -- but I think what that means is that, at the end of the process, we've reached a balanced resolution. Tax claims and interests will be

properly guarded. Go forward relationships are clearly delineated. And all the parties that have engaged with us seemingly feel that they will be protected.

The resolutions that we've reached are mostly all shown in the revised form of order we filed in the last couple of hours at Docket Number 609. We also included a redline to the originally filed form. And our understanding is that all substantive comments, at least that we've received (indiscernible) hearing are resolved by that form of order. Although I'll note that we are still working on some language tweaks that we will be working to address with all the parties after today's hearing. And we expect to be in a position to file a further revised form of order under certification, either tonight or perhaps tomorrow.

But absent any questions from the Court -- and I'm happy to walk through either the redline that was filed or to address specific questions, if there are any -- I think we would leave it at that, with the intent being to file the order on certification.

THE COURT: Okay. No, I don't have any questions. I did see the redline before the hearing, so I'm familiar with the relief that's being requested.

Ms. Speckhart raised her hand.

MS. SPECKHART: Are you able to hear me, Your Honor?

THE COURT: I can. Thank you.

MS. SPECKHART: Great. Good afternoon, Your Honor. Cullen Speckhart, for the record, of Cooley, LLP, appearing on behalf of the Official Committee of Unsecured Creditors in this case.

And just briefly, to offer some perspective on the topic of the intercompany motion, which was filed on November 2nd, after what was clearly a very thorough consideration by the debtors of their corporate income tax strategy and how to optimize their structures, in light of recent changes to the law.

The intercompany motion does indicate, as Mr. Gott just noted, that no creditors will be prejudiced by the requested relief for a number of reasons. And in approaching this motion, we were particularly interested in understanding what those reasons are, and just as importantly, how that preservation of creditor interest and related protections could be demonstrated in a way that would allow us to remedy that no harm to creditors would be done.

And in our view, that kind of understanding requires more than just a high level conception of what the request entails, but a deeper knowledge of how value is intended to move within the corporate structure to capture the tax advantages that we all believe are worthwhile to pursue. And I have to say the debtors were quite patient in

helping us and the committee's tax professionals to get to a place where we're comfortable in our own awareness of what's involved in the transaction and in revising the order to provide for certain tools that will be useful to us in our efforts to evaluate the economic consequences along the way and after the fact.

So we understood from the very beginning how critical the timing is here. And while we could have probably spent several months learning and considering the finer points of Irish tax law as they operate on the debtors, we didn't want to cause any detrimental delay. So we worked very hard to learn the material on a condensed time frame and to achieve a level of ongoing visibility that we think is appropriate to test the transactions and their impact on the interests of unsecured creditors.

So we support the debtors in their business judgment and we're satisfied with the provisions of the revised order by which the transactions will be implemented under 363(b)(1).

THE COURT: Thank you, Ms. Speckhart. I appreciate the comments.

Mr. O'Neill raised his hand.

MR. O'NEILL: Yes, Your Honor. Good afternoon. Can you hear me okay?

THE COURT: I can. Thank you.

MR. O'NEILL: Good afternoon, Your Honor. James O'Neill appearing on behalf of New Pharmatop, LP.

New Pharmatop's agreement is being assumed as part of the transaction, and we've worked with Mr. Gott and his team on language, which has been incorporated into the form of order that appears in the revised order at Paragraph 14. It includes the cure amount for New Pharmatop and also terms regarding the payment.

We're appreciative of the debtors' help in getting us to this point. And our informal comments are resolved as a result of this language being added to the order. Thank you.

THE COURT: Thank you, Mr. O'Neill.

Anyone else wish to be heard?

(No verbal response)

THE COURT: Okay. Mr. Gott, who are you still needing to negotiate some of the language with, or at least tweak some of the language with?

MR. GOTT: That is a -- there's a complicated answer there because each one of the gives and takes requires some back and forth between different constituencies. But we hope to have it all resolved very shortly.

There -- I think the -- what's left to be done are mainly clarifications around a particular -- the reference dates used in various provisions of the order and whether

the, you know, potential harm to creditors or the base line against which any perceived harm to creditors would be tested, you know, just clarifying that that will be as of immediately before the restructuring transactions are implemented.

THE COURT: Okay. Thank you, Mr. Gott.

All right. Well, based on the representations and the record presented, I'm satisfied that the requested relief is appropriate and subject to receipt of the final version of the form of order under COC. I will enter the order when I receive it.

MR. GOTT: Thank you, Your Honor.

And that takes us, last, to Agenda Item 14, back up the agenda. Next, the debtors' bar date motion, filed at Docket Number 270.

The bar date represents an important step here toward plan confirmation and emergence, as it always does. The claims information to be gathered by the bar date process will allow the debtors to allocate recoveries for general unsecured creditors and to funnel that information into the disclosure statement, to make sure voting creditors have appropriate information, as required under the Bankruptcy Code. So setting the bar date now will ensure that the debtors can meet their milestones and proceed on the pace that they currently carry towards confirmation.

We're proposing to send out notices of the bar date within five business days after filing our schedules and statements. And so, in all likelihood, that period will begin likely during the last week of the year or even to the first day or two of the new year, given that our deadline to file the schedules and statements is December 24th.

We received comments on the proposed form of order from several parties, including the U.S. Trustee, certain funded debt creditors, and the Official Committee of Unsecured Creditors. We filed a revised form of order this morning at Docket Number 607.

The most material change from those comments is that we agreed to extend the claims filing period for non-governmental creditors to 45 days from the original 35. And that was based on a request from the unsecured creditors' committee.

And there's also been one further change since this morning, which we tried to circulate quickly ahead of the hearing, just so no one was caught by surprise, although we think it's -- we don't think it's contentious. And that was to add the following proviso at the end of some language that had been requested by the Chubb Companies, which appears in Paragraph 19. An the proviso reads:

"Provided further that the debtors and all parties-in-interest's rights, defenses, and objections in

respect of any claims filed by the Ace Companies or the Chubb Companies, other than for the express reasons listed in Subpoints (1) through (3) of this sentence, are fully preserved."

And we'll, of course -- you know, we'll make sure that that change is apparent to all parties and that they'll have time to review it and ensure that they have no objections.

But the good news on the front for all those comments we received is we've resolved the vast majority of them. And if the motion is granted, then we expect to have a final form of order to file on certification shortly after the hearing.

And Your Honor, that takes me to the two responses we've received formally on the docket. Those are the only objections to the bar date motion, which was filed by the Acthar plaintiffs at Docket Number 422. We did have discussions with the Acthar plaintiffs around resolving the objection, but ultimately, we could not resolve all of their issues.

And we've also been in discussions with the opioid claimants' committee around the bar date order and the proposed structure, but there is a difference of opinion there, as Your Honor may have seen from the OCC's statement that was filed at Docket Number 566.

So, again, aside from those two parties, we have no other responses to the order at this time. And at this point, I suggest it may make sense to have counsel for the Acthar plaintiffs present their objection to the Court.

THE COURT: All right. I see Mr. Haviland has raised his hand. Go ahead, Mr. Haviland.

MR. HAVILAND: Good afternoon, Your Honor. So I want to begin by thanking Mr. Gott for making himself available to us. As you've heard in the past from others, the debtors' counsel have been very willing to give up their time, day and night and over the weekend. And we did receive some comments over the weekend and tried to get to finality.

I don't want to bury the lead, Judge. There were three issues we raised. One is the bar date itself, one is the desire of the Acthar plaintiffs to file a class proof of claim, and the third was concerns about the notice, plan, and proposal for that.

Mr. Gott and I did agree that, with some additional language that was added to the order at Paragraph 3, you'll see, Judge, that there's nothing in the order intended to permit or prohibit any party from seeking permission from the Court to file a class proof of claim on proper motion. So that issue has been resolved, Judge, by that language. We recognize there is a procedure for the Court to decide whether to allow class proofs of claim. We just wanted to

make clear that, by the motion and the Court's order, that that wasn't precluded.

And we're going to be moving forward with that probably right after the holiday, to get, hopefully, a briefing schedule with debtors' counsel that we can have that proceed on a track that Your Honor is comfortable with.

And that then takes me to the next two issues because they key off of that. And just to be clear, Judge, three of the Acthar plaintiffs that you've been hearing from, most importantly Rockford, they are putative class representatives in cases under Rule 23, and have been for years.

And in fact, the debtors' Chapter 11 filing preceded the Rockford deadline for filing the Rule 23 motion by five days. It was due to be filed that week. I think they filed on a Monday; we were going to file our class motion on Friday. So that was an immediate concern of our clients, to make sure that we have the opportunity now, in the bankruptcy, to file a class proof of claim, to allow that representative status to proceed. But I won't belabor that issue, Judge. We did reach agreement with the debtors that that process should take place after this procedure.

The bar date was a concern of ours, Judge, because of the 35 days. It seemed -- and I realize it doesn't line up with the bankruptcy procedures. But in our world, where

we've got thousands and thousands of unsecured claimants who have purchased Acthar, we're waiting on that notice to know when to proceed. And Your Honor heard a lot through the proceedings in the last month about the notoriety of this case, the 60 Minutes. And so, without getting that notice and knowing that this has moved to a different phase and the opportunity now exists to submit an unsecured proof of claim, we're concerned that the claims won't go file.

So that was the discussion I had with Mr. Gott, about how that might happen, so that we could make sure that we had a robust notice period, and then enough time for folks to respond, realizing that mail notice has some issues with what's been going on with the mail service. I know Your Honor probably has seen what's happened in the election arena. And we're just concerned about that bar date being really too tight for that.

It was extended ten days. I will tell Your Honor, we had originally proposed could we not have the same date as the Government, April the 12th. I then said to Mr. Gott I was willing to cut the baby, if you will, and agree to St. Patrick's Day. And then, finally, my last proposal, as I was bidding against myself, I said give me March 1, and we can take that back to our clients and co-counsel.

I respect the debtors' counsel had some issues in terms of that changing of the date from 45 days even two more

weeks, but that's where we left it. Our final proposal was March the 1st, which I think gives us six weeks, as opposed to the current -- I'm sorry -- eight weeks, as opposed to the six weeks we currently have. So that's where it is, Judge.

I thought that the 60 days was appropriate, given, as I said, the issues with the mails and responsive periods and all that's going on in people's lives these days. But we leave that to the Court to decide. I think we're looking basically at Valentine's Day versus the 1st of March.

And then, finally, on the notice -- I know Your Honor probably read in our objection -- I'm always interested in where the Rule 23 procedures align with the Bankruptcy Code. And all courts recognize the Supreme Court in Mullane, that first-class mail notice is the best practicable under the circumstances. And I understand the debtors are proposing to send first-class mail notice to all known unsecured creditors. We had some good discussions with Mr. Gott about that.

It's our position that the purchasers of Acthar are known by the company. Attached to one of our complaints, we had the actual forms that are filled out by doctors, and the patients fill it out, as well. So the medication is sent to people's homes, nurses are sent to their homes, so ...

But we did reach an agreement with Mr. Gott that that is an issue that can be addressed down the road, in

conjunction with the class claim process. So I don't want to tell you that we didn't object to the proposed plan, as stated, because we thought that the, quote, "unknown creditors" can be known. But that really gets to a question, I guess, Judge, of ascertainability [sic] and the reasonableness of the debtor pulling that data and being able to mail notice to people's homes.

So the bar date issue is a question of two weeks. The notice, I believe, can be taken up down the road. And we have agreement on class claims. That was a long way of saying that I appreciate Mr. Gott's efforts. I thought we got really far along on an issue of significance to the Acthar plaintiffs. But we leave it to the Court to decide how best to proceed. Thank you.

THE COURT: Thank you, Mr. Haviland.

Ms. Ramsey, you had your hand up.

MS. RAMSEY: Thank you, Your Honor. Can you hear me okay?

THE COURT: I can, thank you.

MS. RAMSEY: Thank you.

Good afternoon. For the record, Natalie Ramsey, Robinson & Cole, appearing on behalf of the Official Committee of Unsecured Creditors.

Your Honor, as Mr. Gott indicated, we have been actively engaged in discussions with the debtors, really,

since our retention. And the Court may recall that the official committee is a very diverse group of claimants and represents really the diversity of the interests of our constituents. So, accordingly, our comments and our discussion was very wide-ranging.

As Mr. Gott indicated, it's important, first of all, to talk about the period of time. And the additional 10 days, we think, is a reasonable compromise between our desire, when we started off, Your Honor, at 60, 90 days, but recognizing that the debtor has certain milestones in the RSA, 45 days was an agreeable period to the committee.

We also, as Mr. Haviland had talked with the debtor extensively about ensuring that there was nothing in the bar date order that would prohibit a party from seeking permission of the Court to proceed with a class proof of claim. And Your Honor, now that that is expressly written into the order and not just absent as a prohibition from it, we are very much supportive of that.

A third significant change, Your Honor, was providing a non-mandatory provision for holders of debt claims to file a single master proof of claim.

And finally, Your Honor, a significant change to us was providing that counsel representing un-manifested asbestos claimants could file a single claim with an exhibit noting the individuals that they had identified that might

have claims based on exposure.

As part of that, Your Honor -- and you'll hear more about this on December the 7th, in connection with the motion for an FCR -- one of the important aspects to us, also, was to specifically leave open a door for an eventual 524(g) trust resolution and channeling injunction for the asbestos claimants. The debtor has currently indicated that it is not intending to proceed with that relief, but we didn't want to foreclose it, and we wanted to make it clear that we were not foreclosing it through the bar date order.

Although we had requested more extensive changes, Your Honor -- and as the Court knows, some of our committee members, in their individual capacities, are not satisfied with the changes that have been made up to this point. The committee, as a whole, as a fiduciary, has not objected and supports the bar date order as revised.

We finally just wanted to add, Your Honor, again -- you've heard this a lot -- but we appreciate very much (indiscernible) the debtor working with us to reach this resolution.

THE COURT: Thank you, Ms. Ramsey.

MS. RAMSEY: Thank you.

THE COURT: Mr. Preis, you have your hand up.

MR. PREIS: Good afternoon, Your Honor. Can you hear me?

THE COURT: I can. Thank you.

MR. PREIS: Your Honor, Arik -- for the record, Arik Preis, Akin, Gump, Strauss, Hauer & Feld. We are proposed counsel to the Official Committee of Opioid Related Claimants.

Your Honor, we -- per the extension granted to us by the debtors, we filed a very short statement regarding the motion, it is Docket Number 566. It is not my intention to repeat the statements we made in that motion, but I do want to mention a few things to you today and make, basically, three points. The first is as follows:

At the beginning of the case, the debtors announced that it was their current intention not to seek the establishment of a bar date for any opioid related claimant. Although they apparently have reserved their rights to seek the establishment of an opioid related bar date in their motion and proposed form of order, nothing in what they have said to date evidences anything other than their intent not to seek a bar date for the opioid claimants.

We disagree with this decision, and we've had a few discussions with the debtors about this. Admittedly, the debtors have been focused on numerous things to date, and so the depth of those discussions have not been at the level they deserve throughout absolutely no fault of the debtors. We hope to continue those discussions, including whether a

bar date would be needed for opioid related claimants, whether there be different proofs of claim forms, the breadth and extent of a noticing program, et cetera.

We understand that nothing in the relief requested is being -- today would exclude the establishment of a bar date for opioid related claimants; and, as such, we're not objecting to the relief being sought today. That being said, if we are unable to reach our issues -- resolve the issues consensually, we may be back in front of Your Honor seeking your assistance in helping us resolve that issue. So that's the first part.

The second point -- because we do believe in flagging issues for Your Honor, as we try to do each time we're in front of you -- we wanted to note that we believe the debtors' decision not to seek approval of an opioid related claims bar date is closely intertwined with their motion to appoint a future claims rep, as well as that proposed rep's request to retain three sets of legal advisors, one financial advisor, and one investment banker.

The debtors have agreed to adjourn the hearing on the retention of the proposed FCR to December 7th, and our objection deadline is now this Saturday, November 28th, at 5 p.m. And the debtors' response deadline is Thursday, December 3rd, at noon.

The proposed FCR also agreed to adjourn the hearing

on its retention application to December 7th, but was unwilling to extend the objection deadline for the retention of its professionals past this Wednesday, November 25th, at 7 p.m. Therefore, again, to flag something for Your Honor, unless we reach resolution, we will be filing responses to all six motions within the next six days, but separately and on different days, unfortunately. In these responses, we're going to address the relationship between the debtors' proposed manner to avoid having an opioid claims bar date and the relief requested in those motions. Again, I raise this to emphasize that none of this is going to be decided until December 7th.

So, third, because of this timing and because of our relief -- our belief that the issues are intertwined, we asked the debtors to modify the order slightly, to insert a provision stating that the mailing deadline for the relief being sought today will not occur until the Court makes a determination with regard to the establishment of a opioid claims bar date, one way or the other.

Given that, as you just heard from Mr. Gott, the mailing deadline is likely not to occur until the second half of December, maybe early January, the way we understand it, we figured that all of the opioid related issues could be decided, as it relates to the bar date and the FCR, before then. And then the debtors, perhaps more efficiently, could

just have one mailing solicitation date, but with two different bar dates, two different noticing procedures potentially, and two different proof of claim forms.

The debtors declined to grant our request and told us merely that the issue that we are raising is not relevant to today's motion. We disagree. We actually think it's extremely relevant to ensuring that creditors are not confused by whatever they may see in publications, newspapers, or any other noticing forum of communication. And given that what we're proposing is not going to affect the time line of the case, we would think that we could and should deal with it in the month of December, perhaps at the omnibus hearing scheduled for the 22nd. That will give us time for the debt -- you know, to talk to the debtors further.

And if they're willing to establish a bar date, we think that that could occur in the month of December. And if not, we can resolve it at the December 22nd hearing. We think the debtors would have to then submit some sort of written submission as to why they're not going to seek an opioid claim related bar date, and all the parties would have a right to object. Again, in taking heed from the noteholders statement that was filed last week, nothing we're asking for today would change the time line of the bar date for the non-opioid creditors.

I realize the time line I'm setting forth here is not something we've put in a motion. But we were a little surprised, frankly, that the debtors didn't just agree to the clarification that we asked, given that it doesn't really affect the timing that they lay out in their motion or their proposed form of order, nor does it prejudice any creditor or other party-in-interest in the case. Therefore, again, while I understand it's a bit unorthodox for me to do this, this way, we fail to see how anyone is prejudiced. And again, we were a little bit surprised that the debtors just didn't agree.

Your Honor, with that, unless you have any questions, that was what we wanted to say.

THE COURT: So you're not asking for any relief today, Mr. Preis.

MR. PREIS: The only request we would ask is that they modify the order to clarify or to confirm that the mailing date for the non-opioid claimants would not occur until the opioid related claimant bar date issue has been resolved. And we would -- you know, we can put a deadline to that for December 31st or December -- whatever comports with their already proposed mailing deadline, which, as Mr. Gott said earlier, I think about ten minutes ago, was probably likely early January.

THE COURT: Mr. Gott? I'll do this first, and then

I'll come back to Mr. Haviland's issue. Mr. Gott?

MR. GOTT: Oh, I'm sorry. I did not -- I did not hear you redirect to me.

So -- okay. So you'd like me to address the opioid claimants first. Is that right, Your Honor?

THE COURT: Yes.

MR. GOTT: Okay. So, look, I think our view here is that the relief we've requested is -- does specifically carve out opioid claims. The issue of whether and when to impose an opioid bar date is for another day, it's for another motion.

And this is our -- this is the debtors' view that this is the right path forward for proceeding with these cases, to have a bar date that accepts opioids claims, to have a future claims representative, and to have all opioid claims -- regardless of whether they are filed before a bar date or not -- channeled to the opioid settlement trust. We think that that is the process that gives -- that actually gives greater due process and gives greater opportunity for recovery to opioid claimants.

Your Honor, I -- if -- we had not heard previously a request to put an outside date on what the opioid claimants' committee is suggesting; you know, in other words, a -- sort of a parachute that would allow us to start the process, in the event that there is no resolution by a date

certain. That is a new aspect to the relief that they're -- to their request that I could certainly take back and we could discuss on our side. I just don't have the -- I don't have the benefit of being able to run around the courtroom right now, to check with folks and see if they're comfortable with it.

But I think, if the request is simply to just put on hold this bar date process -- which Mr. Preis just said, even if we do move forward with an opioid bar date process, and even if that starts at the same time as the non-opioid bar date process, it's going to involve different dates, different proofs of claim form, different publication notice. It's just a completely separate issue from what we're looking to establish today. And so we don't see a need or a reason to tie the two together, and so we just don't think that that's appropriate at this time.

THE COURT: Mr. Preis, it seems like the debtors have now indicated on the record that they're -- the opioid claimants are carved out of this order. And they're willing to continue to discuss with you the issues that you have concerns about.

So, at this point, I don't think there's anything that I need to do. I think we can just send you back -- and unfortunately, I can't send you to the hallway to talk about it before the hearing is over. But it sounds like this is

something that can and should be able to be resolved. So I would ask you to go back and talk after the hearing. And obviously, we're going to have to submit a revised order under COC, in any event. So let's handle it that way for now, I think.

MR. PREIS: Thank you, Your Honor.

THE COURT: Okay. Thank you.

Now to Mr. Haviland's question, Mr. Gott. The holidays are coming up, 45 days, with all of the things that are going on with COVID, I do have some concerns that that might not be enough time.

MR. GOTT: Sure, Your Honor. I think I can address that with a couple of points.

First is that, as I mentioned, the mailing is looking like it will occur -- you know, the letters will go in the mail very much towards the end of the year, the last few days of the calendar year. So I think that largely gets us past the holiday season, when those things will be arriving in the mailboxes of the folks who will receive them.

You know, I think another important point here is, you know, as is typical for large Chapter 11s, we have a very smooth, electronic claims submission process through Prime Clerk's website now that eliminates delays on the back end. So, once someone receives that notice, it's very easy for them to go onto the website and get their claim in, as

opposed to putting it together in paper, putting it in an envelope, and then risking the delay on the back end, as well as on the front end.

And Your Honor, you know, I think mailing delays are certainly nothing new. Yes, they receive more press lately in connection with election mailings. But you know, it's not unusual for there to be some delays in the postal service and in the mail getting to folks. But that doesn't change and has never changed that the minimum period for notice here is 21 days under the federal rules, and that our forty-five-day period is typical, if not on the long end for bar date periods for large cases in this district. It (indiscernible) of course not dispositive, but it is just to say that the period sought here is very much in line with the norm.

And just to clarify one thing, our reluctance to extend the period further here isn't arbitrary. We are aiming to have our plan and our disclosure statement on file well ahead of the February 12th milestone for doing so under the RSA. And that would allow us to get the notice and voting process for confirmation started as soon as that bar date comes and goes and we're able to -- we're able to piece together information that we need to complete that disclosure statement. This is an expensive case with a high run rate, and delay always opens the risk to disruption, to second

guessing, and to more delay. So waiting that extra two weeks would be meaningful here.

And so, for all those reasons, we think that that forty-five-day period is the appropriate resting point here. We have the support for that period from the unsecured creditors' committee, from the ad hoc noteholder group, and our opioid claimants that are party to the RSA, as well. And so we think that's the right date to stick to.

THE COURT: All right. All right. Well, it is beyond the time required by the Code, 45 days. And if the mailings aren't going to go out until the end of this year, or maybe even early January, that puts us past the holiday time. And we do need to get the proofs of claim filed for voting purposes.

But that doesn't mean, Mr. Haviland, that, if some individual claimants file claims late, that I won't have the opportunity to say that those claims can be filed, and they can still bring their claim against the estate. They might not have time to be able to vote, but they will have a claim against the estate. So I'll approve the forty-five-day period.

Mr. Gott, anything else?

MR. GOTT: No. Thank you, Your Honor.

So, as mentioned, we will -- we'll plan to file an order with some slight tweaks and any other changes that may

arise out of further discussions with the opioid claimants' committee on certification.

THE COURT: Okay.

MR. GOTT: And with that, I believe, you know, at least the part of the agenda that we were going to run is concluded. And I think Your Honor indicated that a ruling would be coming on the 105 motion.

THE COURT: Yes.

MR. GOTT: But I think my part of the day is done here.

THE COURT: Okay. Thank you, mister -- excuse me. Thank you, Mr. Gott.

Yes, I will issue my bench ruling on the supplemental motion to extend the stay to certain third parties.

When the debtors filed their petitions, they had approximately 3,000 proceedings pending against them in various federal, state, and other fora. They had also entered into a restructuring support agreement -- or RSA -- with certain constituencies, including unsecured noteholders holding more than 84 percent of the fulcrum unsecured notes; 50 Attorneys General of various states, Washington D.C., and U.S. territories, with respect to opioid claims; and members of the plaintiffs executive committee, who indicated they would recommend to more than 1,000 plaintiffs they represent

in national opioid litigation that they should also support the RSA. The debtors had also reached an agreement in principle with the Federal Government and others related to debtors' Acthar product. Despite the RSA, however, the debtors still had approximately 2,650 lawsuits and administrative actions brought by various government entities pending against them.

The debtors filed a motion for injunctive relief, the initial motion, seeking a two-hundred-and-seventy-day stay of all those actions, anticipating that the governmental entities would argue that the claims they were asserting were a function of their police powers, and therefore exempt from the automatic stay provided by Section 362 of the Bankruptcy Code. Prior to the time of the -- prior to the time for the hearing on that motion, all of the entities subject to that motion agreed to the two-hundred-and-seventy-day stay.

Ten days after filing the initial motion, the debtors filed an amended complaint and supplemental motion for injunctive relief, pursuant to Section 105 of the Bankruptcy Code, seeking to extend the stay to nondebtor entities and individuals who are co-defendants with debtors in certain actions. Those actions include the following: First, certain securities actions, Solomon v. Mallinckrodt, pending in the District of Columbia; Healthcor Offshore Master Fund, LP v. Mallinckrodt, pending in the -- also in

the District of Columbia; and Broadhurst [sic] -- Brandhorst v. Mallinckrodt, also pending in the District of Columbia. None of the plaintiffs in those three actions objected to the relief. And since there were no objections made by these parties, the motion to stay the parties from pursuing actions against -- the motions to stay the parties from pursuing those actions will be granted.

A fourth action called Strougo v. Mallinckrodt, pending in the District of New Jersey, the plaintiffs in that case did file a late objection for the -- and for the reasons that I'll explain in a moment, that objection will be overruled.

And finally, there's Shenk v. Mallinckrodt, pending in the District of Columbia. Debtors seek to carve out this case solely to the extent necessary to permit mediation from proceeding, which seeks to obtain a settlement in principle, subject to court approval. I will approve that request and exclude the Shenk case from the order.

In addition to the securities actions, the supplemental motion also seeks to stay the plaintiffs in the following actions from pursuing claims against nondebtor parties relating to debtors' Acthar Gel product: The City of Rockford v. Mallinckrodt, pending in the Northern District of Illinois; MSP Recovery Plaintiff, Series v. Mallinckrodt, pending in the Northern District of Illinois; Steamfitters

Local Union 420 v. Mallinckrodt, pending in the Eastern District of Pennsylvania; International Union of Operating Engineers Local 542 v. Mallinckrodt, pending in Pennsylvania Court of Common Pleas; and Acument Global Tech v. Mallinckrodt, pending in Tennessee Circuit Court.

These cases are collectively referred as the "Acthar litigation matters." The plaintiffs in these cases, the Acthar plaintiffs, are represented -- they're represented by the same counsel. For the reasons I am about to explain, the Acthar plaintiffs' objection to the motion is overruled.

I will first address the objections raised by the Acthar plaintiffs, and then turn to the Strougo securities litigation.

As the Acthar plaintiffs correctly point out, this Court has subject matter jurisdiction over cases that, quote, "relate to" a bankruptcy proceeding, pursuant to 28 USC 1334(b). A proceeding is related to a bankruptcy case if, quote:

"-- the outcome of the proceeding could conceivably have any effect on the estate being administered in bankruptcy."

Pacor v. Higgins, 743 F.2d 984, at 994 (3d Cir. 1984).

Thus, if an action could alter the debtors' rights, liabilities, options, or freedom of action, either positively

or negatively, and in any way impacts upon the handling and administration of the bankruptcy estate, related to jurisdiction exists.

The Acthar plaintiffs argue, however, that the debtors have not established the existence of related to jurisdiction. I disagree. The debtors cite to several factors establishing that related to jurisdiction exists, including the assertion of indemnity claims by Express Scripts, a co-defendant in the actions, and its affiliates, collectively referred as "ESI," by submitting discovery demands will be placed on the debtors if the actions against the nondebtors are allowed to proceed; that there is a risk of collateral estoppel and record taint if the actions are allowed to proceed; that the ESI defendants will defend the actions based upon the alleged conduct of the debtors, damages to the debtors' business if the actions proceed, including potential impact on the morale and employees that could result in significant attrition during this critical time; and disruption of the debtors' reorganization by causing other parties that have agreed to a stay to their actions to walk away, including potentially withdrawing from the RSA. Debtors argue that any one of these factors is sufficient (indiscernible) related to jurisdiction.

The Acthar plaintiffs principally argue that related to jurisdiction does not exist pursuant to the

purported indemnification claims asserted by ESI. They argue that the three agreements referred to by ESI in asserting their contractual indemnity claims do not establish a credible claim for indemnity. In support of this argument, the Acthar plaintiffs point to the language of the indemnity agreements and make legal arguments about whether the claims raised by the Acthar plaintiffs in their cases would fit within the legal requirements for asserting an indemnification claim under those agreements.

It is not for this Court to make that -- make the ultimate determination, ultimate ruling on whether the question -- excuse me. It is not for this Court to make an ultimate ruling on the question of whether ESI indemnity claims will be successful. The question is only whether potential indemnity claims exist. Whatever the ultimate answer to the question of indemnification, prudence dictates that the debtor treat its indemnity obligations as very real and substantial. See In Re American Film Technology, 175 B.R. 847 (Bankr. D. Del. 1994) and Sudbury, Inc. v. Escott, 140 B.R. 461, at 464 (Bankr. N.D. Ohio).

Therefore, based solely on the existence of potential contractual indemnification claims, the Court has subject matter jurisdiction. See W.R. Grace & Company, 384 B.R. 17, at 28 (Bank. D. Del. 2008).

Even if I were to find that the ESI -- that ESI's

alleged indemnification claims were not valid, the debtors have pointed to several other reasons (indiscernible) why continuing -- excuse me -- why continuation of the litigation against the nondebtor entities would have an adverse impact on the debtors' estates. Significantly, the Acthar plaintiffs themselves describe the litigations as involving assertions of conspiracy to fix the price of Acthar. The conspiracy only exists if there's more than one party involved in the alleged conspiracy.

The allegations in the complaint show that the claims against the debtors and the nondebtors are inextricably intertwined, creating a risk of collateral estoppel and record taint that would require the debtors to participate in the litigation in order to protect their interests. The Acthar plaintiffs also admit that they would need to take discovery of debtors' officers and directors in order to establish their claims against the debtors. And as the debtors noted, ESI will need to defend itself against the claims against the Acthar plaintiffs by pointing to the conduct of the debtors, the party that manufactured and priced the drug for marketing, especially in light of the assertions of joint and several liability against debtors and ESI. Any of these factors could have an adverse impact on the debtors' estates sufficient to establish related to jurisdiction under 1334.

Having established that the Court does have jurisdiction, I will now turn to whether the debtors have met the requirements for imposing an injunction on the continuation of the Acthar actions against nondebtor entities.

The Acthar plaintiffs assert that, in order to impose an injunction, the debtors must first establish the existence of unusual circumstances. These unusual circumstances exist where there is such an identity of interest between the debtor and the third-party defendant that the debtor may be said to be the real party-in-interest, and that a judgment against the third party will in, effect, be a judgment against the debtor. Citing to W.R. Grace, 386 B.R. 17, at 33, and American Film Technologies, 175 B.R. 847, at 851.

The Acthar plaintiffs claim that, while both the debtors and ESI are parties to the same actions, quote:

"-- their liability is predicated on different acts in the conspiracy, and they do not share the identity of interest required so as to create unusual circumstances" --

Sufficient to meet the standard of imposing an injunction.

As an example, during argument, the Acthar plaintiffs cite to the Steamfitters case pending in

Pennsylvania State Court to say that there are also claims independent of the debtors; specifically, a breach of contract claim between the plaintiffs in that action and ESI. As I will discuss in a moment, I disagree.

The debtors counter that they do not need to establish exceptional circumstances because they can also show the right to an injunction based on the separate concept of adverse impact on the debtors' estates. Moreover, they argue, even if it was necessary to show exceptional circumstances, the debtors have done so by showing that the unmistakable focus of the actions is an alleged conspiracy between the ESI defendants and the debtors to exploit a monopoly controlled by the debtors. These allegations, the debtors argue, are sufficient to show an identity of interest between the ESI defendants and debtors. I agree with the debtors.

It is not necessary to establish unusual circumstances when the debtor can establish a stay protection was essential to the debtor's reorganization efforts. As the Third Circuit recognized in McCartney v. Integra National Bank North, 106 F.3d 506, at 510 (3d Cir. 1997), courts have extended the stay in two circumstances: One, where the debtor shows unusual circumstances, such that there is an identity of interest between the third-party defendant and the debtor; and two, where extending the stay is essential to

the debtors' reorganization efforts.

Even so, the debtors have shown unusual circumstances in this case. As Judge Fitzgerald noted in W.R. Grace, the existence of contractual indemnification claims is sufficient to meet the unusual circumstances test. Moreover, in this case, all of the complaints make allegations of similar conspiracy between debtors and the nondebtor defendants. It would be impossible to proceed against the nondebtor defendants only without creating significant risk of collateral estoppel and record taint, to the point where the debtors would need to participate in those actions to protect their interests.

The Acthar plaintiffs' example of proceeding against the ESI defendants in the Steamfitter case is unavailing for two reasons:

First, there is no separate cause of action pled in that case for breach of contract against the ESI defendants.

Second, even if there was, the ESI defendants would still assert indemnification claims against the debtors -- whether those claims would be valid, as I have said, is an issue for another day -- and would likely defend the actions by asserting that the breach was caused by debtors' actions; i.e., setting the price for Acthar, thus bringing us back to square one.

I will now turn to whether the debtors have met the

four-factor test for imposing an injunction. Those factors are well established: One, the likelihood of success on the merits; two, whether continuation of the actions against the nondebtors would cause irreparable harm to the debtors; three, whether the harm suffered by the Acthar plaintiffs substantially outweighs the harm to the debtors; and four, whether the -- whether injunctive relief will further the public interest.

Likelihood of success is determined by whether the debtor has demonstrated a reasonable likelihood of success, of a successful reorganization. See Lane v. Philadelphia Newspapers, 423 B.R. 98, at 106 (E.D.P.A. 2010), and W.R. Grace, 386 B.R. 17, at 33.

It certainly is not necessary, at this early stage of the debtors' cases, to require that the debtors prove that they have a confirmable plan. As noted in Lyondell Chemical Company, 402 B.R. 571, at 590 (Bankr. S.D.N.Y. 2009), quote:

> "Where the debtors are proceeding on track and have met the challenges faced so far, that is sufficient."

As I noted at the beginning of this ruling, the debtors established that they entered bankruptcy with an RSA that included many of the key players in these cases. They have added to those numbers since the time of the filing. In addition, all but a few parties involved in the original

motion and this motion have agreed to a stay, pending -- have agreed to stay the pending litigation against the debtors, in order to give them the breathing spell they need to work toward a successful reorganization.

The Acthar plaintiffs attempt to undermine this evidence by pointing to the potential decline in sales of Acthar, which could have a negative impact on debtors' revenues, and that the Acthar plaintiffs are not parties to the RSA. Neither of these points are persuasive, and certainly do not overcome the overwhelming evidence put on by the debtors to show that they are, indeed, on track to a successful reorganization and have met the challenges presented so far. Therefore, the debtors have met the burden of showing likelihood of success.

Irreparable harm to the debtors. The debtors presented extensive evidence at the hearing on the potential harms to the estate if the Acthar litigation goes forward against the nondebtor defendants. This included the testimony of Stephen Welch and Randall Eisenberg, who testified about the burdensome and distracting discovery that would occur if these actions proceed, the potential indemnity claims against the debtors, the significant cost the debtors would incur in participating in discovery, and the potential significant adverse effects on the restructuring process. This included parties to the RSA potentially withdrawing

their support.

They also testified that it would create significant distraction for senior management, not just in the discovery process, but also in spending time attempting to reassure customers, who might want to (indiscernible) elsewhere for their product in light of the ongoing litigation taint. This is more than sufficient to meet the burden of showing that the debtors will suffer irreparable harm if the Acthar cases can proceed against the nondebtor entities.

As for the potential harm to the Acthar plaintiffs, debtors contend that the only potential harm to the Acthar plaintiffs is the delay in being allowed to pursue their claims, and that delay is not sufficient to overcome the potential harm to the debtors. The Acthar plaintiffs counter that, if they are not allowed to pursue their causes of action against the nondebtors, their unlawful conduct will continue, causing harm to the patients who must purchase Acthar.

In closing statements, counsel for the Acthar plaintiffs argued the Court should not bless the antitrust and RICO conduct of the debtors on its watch. This presupposes that I am making a finding on whether the debtors, in fact, committed antitrust or RICO violations. I am not making any findings on those claims, one way or the

other. Those issues are for another day.

Similarly, I make no findings that any particular person will be unable to purchase Acthar because of pricing issues. No evidence, other than statements of counsel, was presented on that issue. The debtors contend that they work with patients to ensure that the -- and the debtors contend that they work with patients to ensure that those who need the drug can get it. Therefore, I find that the Acthar plaintiffs have not shown that any harm to them will outweigh the harm to the estates, if the injunction is not granted.

With regard to whether the injunction will further the public interest, debtors correctly state that, in the context of a bankruptcy proceeding, the public interest element means the promoting of a successful reorganization. American Film Technologies, 175 B.R. at 849.

For the reasons I've already articulated, imposing an injunction to stay the Acthar claims for 270 days certainly promotes a successful reorganization. Indeed, the debtors have already done a great deal in pulling together vastly different constituencies to move these cases forward. The Acthar plaintiffs assert that the Court, quote:

"-- should not prevent action to root out corporate misconduct occurring on its watch."

Once again, this presupposes that the Court is making findings regarding the nature of debtors' conduct. I

am not. The stay being imposed in temporal in scope. It is not a permanent injunction that will prevent the Acthar plaintiffs from pursuing their claims. They will have that opportunity when the time comes. Therefore, the debtors have shown that public policy favors granting the injunction.

I will now turn to the Strougo securities action. The Strougo plaintiffs do not allege that the Court does not have jurisdiction to consider the proposed injunction. Indeed, the only argument the Strougo plaintiffs make is that, given the procedural posture of the case -- of their case, no irreparable harm would come to the debtors if the case can proceed, at least in the near term.

They point out that, currently, the only remaining items to be dealt within the case are the filing of a reply brief by the debtors, in connection with debtors' pending motion to dismiss, and perhaps oral argument on that motion. And they assert that, during the pendency of the motion to dismiss, no discovery can occur. Counsel also represented that they do not believe the motion to dismiss will be decided for at least six months, if not nine months. They concede, however, that, once the motion to dismiss is decided, there will either be an appeal, if the case is dismissed, or discovery would begin.

I would note that, given the arguments made by counsel at the hearing, it would appear that the Strougo

plaintiffs are asking us for a lift of the automatic stay to allow the action to proceed, not only against the nondebtor defendants, but also against the debtors. No motion to lift stay has been filed; and, if there were, the burden of proof would be on the Strougo plaintiffs, not the debtors.

Nevertheless, the debtors argue that there would still be some distraction to management in dealing with the motion if it goes forward. Indeed, several senior members of management are the third parties to that litigation. But there are no guarantees when the District Court might decide the motion to dismiss, and once decided, the debtors would be forced to come back to this Court to seek a stay of the action if it was appealed or to stop discovery from going forward if it was not, causing further distraction and cost to the estate in seeking a second injunction.

Moreover, if the case proceeded only against the nondebtor defendants, issues of collateral estoppel, record taint, indemnification, and depletion of insurance proceeds to which the debtor is a co-insured with the nondebtors would create further issues of irreparable harm to the estates. Therefore, I agree with the debtors and overrule the Strougo objection.

So, based on the ruling, the debtors should submit a revised form of order, making reference to the Court's ruling on the record, and I'll enter that order.

Any questions?

(No verbal response)

THE COURT: Okay. And I guess that's all we have for today. Mr. Gott, nothing further, right?

MR. GOTT: That's correct, Your Honor.

THE COURT: Okay. Thank you all very much. Then we are adjourned. I'll see everybody on -- what is it, December 7th?

MR. GOTT: Yes, correct.

THE COURT: See everybody December 7th. Have a good Thanksgiving, stay safe, and we'll see you in a couple of weeks. Thank you. We're adjourned.

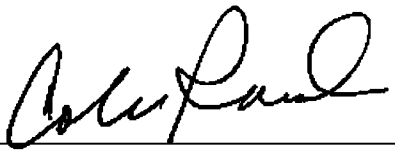
COUNSEL: Thank you, Your Honor. Thank you, Your Honor.

(Proceedings concluded at 3:07 p.m.)

*****

CERTIFICATION

I certify that the foregoing is a correct transcript from the electronic sound recording of the proceedings in the above-entitled matter to the best of my knowledge and ability.



November 24, 2020

Coleen Rand, AAERT Cert. No. 341

Certified Court Transcriptionist

For Reliable

18005479

MONTGOMERY COUNTY SHERIFF'S DEPARTMENT
ORDER FOR SERVICE

MH

(Please prepare a separate request for service form for each defendant to be served by the Sheriff)

To: Sheriff Sean P. Kilkenny
Montgomery County Court House
P.O. Box 311
Norristown, Pennsylvania 19404-0311
Phone: 610-278-3331 Fax: 610-278-3832

Date: May 29, 2019

Prothonotary No. 2018-14059

Sheriff Cost: 58

Attorney's Or Plaintiff's Name and Address:
Donald E. Haviland, Jr.
201 S. Maple Way Suite 110
Ambler PA 19002
ATTY. ID# 66615 Telephone: 215-609-4661

	Civil Action Compl't.		Writ of Execution Levy
	Confessed Judgment		Interrogatories
	Complaint in Ejectment		Writ of Execution Garnishee
	Posting		Writ of Seizure
	Writ of Possession		Mortgage Foreclosure
	Other:		Court Order:

IUOE Local 542
vs. PLAINTIFF

Mallinckrodt ARD, Inc., et al.
DEFENDANT

Service Upon: United BioSource Corporation
LOCATION (MUST HAVE VALID ADDRESS OR DIRECTIONS)
920 Harvest Drive

Blue Bell PA 19422

FOR SHERIFF USE ONLY SHERIFF'S RETURN

PERSON SERVED JEFF RAMAGE
RELATIONSHIP/POSITION PIC
PLACE OF SERVICE AS GIVEN
DATE OF SERVICE ~~1245~~ 6-18-18
TIME OF SERVICE 1245
NUMBER OF ATTEMPTS 1
DEPUTY MAIER
DEPUTY
LAST DAY FOR SERVICE 6/24/18

SERVICE NOT MADE BECAUSE:

DATE: TIME: DEPUTY: DEPUTY:

	NO SERVICE		BAD ADDRESS		UNKNOWN AT ADDRESS		NEED BETTER ADDRESS
	MOVED		BUILDING VACANT		ADDRESS OUT OF COUNTY		OTHER

POSSESSION TAKEN:

DATE: TIME: DEPUTY: DEPUTY:

ATTEMPTED SERVICE DATE & TIME

STAMP

2018-14059-0018 6/22/2018 9:57 AM # 11836599
Rcpt#Z3422155 Fee:$0.00 (Internal Use Only) Served
Main (Public)
MontCo Prothonotary

IN THE COURT OF COMMON PLEAS OF MONTGOMERY COUNTY, PENNSYLVANIA

INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542 vs. MALLINCKRODT ARD INC FKA QUESTCOR PHARMACEUTICALS INC ACCREDO HEALTH GROUP INC CURASCRIPT INC CURASCRIPT SD EXPRESS SCRIPTS HOLDING COMPANY et al	NO. 2018-14059

SPECIAL NOTE: Counsel for moving party is responsible to serve counsel for all other parties and all unrepresented parties with a copy of the completed cover sheet and shall file a certificate of service with the Prothonotary.

COVER SHEET OF MOVING PARTY

Date of Filing June 20 2018

Moving Party DEFENDANT

Counsel for Moving Party JOANNE C. LEWERS, ESQ ID:81195

Document Filed (Specify) MOTION FOR PRO HAC VICE OF MICHAEL H. MENITOVE, ESQ

Matter is (Check One) ☐ (Appealable) ☐ (Interlocutory)

Oral Argument ☐ (Yes) ☐ (No)

CERTIFICATIONS - Check **ONLY** if appropriate

☐ Counsel certify that they have conferred in a good faith effort to resolve the subject discovery dispute. **(Required by Local Rule 208.2(e) on motions relating to discovery.)**

☐ Counsel for moving party certifies that the subject **civil motion** is **uncontested** by all parties involved in the case. (If checked, skip Rule to Show Cause section below.)

By: _____
Counsel for Moving Party

RULE TO SHOW CAUSE – Check **ONE** of the Choice Listed Below:

☒ Respondent is directed to show cause why the moving party is not entitled to the relief requested by filing an **answer** in the form of a **written response** at the **Office of the Prothonotary** on or before **the 6TH day of AUGUST, 2018**

☐ Respondent is directed to show cause in the form of a **written response**, why the attached Family Court Discovery Motion is not entitled to the relief requested. Rule Returnable and Argument **the _____ day of _____, 20_____ at 1:00 p.m. at 321 Swede Street, Norristown, Pa.**

☐ Respondent is directed to file a **written response** in conformity with the Pennsylvania Rules of Civil Procedure.

☐ Rule returnable at time of trial.

2018-14059-0019 7/2/2018 11:33 AM # 11848730
Rcpt#Z3428599 Fee:$0.00 Rule
Main (Public)
MontCo Prothonotary

By: Richard Kline
Court Administrator

IN THE COURT OF COMMON PLEAS OF MONTGOMERY COUNTY, PENNSYLVANIA

INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542

vs.

MALLINCKRODT ARD INC FKA QUESTCOR PHARMACEUTICALS INC
ACCREDO HEALTH GROUP INC
CURASCRIPT INC
CURASCRIPT SD
EXPRESS SCRIPTS HOLDING COMPANY
et al

NO. 2018-14059

SPECIAL NOTE: Counsel for moving party is responsible to serve counsel for all other parties and all unrepresented parties with a copy of the completed cover sheet and shall file a certificate of service with the Prothonotary.

COVER SHEET OF MOVING PARTY

Date of Filing June 20 2018

Moving Party DEFENDANT

Counsel for Moving Party JOANNE C. LEWERS, ESQ ID:81195

Document Filed (Specify) MOTION FOR PRO HAC VICE OF MATTHEW M. MARTINO, ESQ

Matter is (Check One) ☐ (Appealable) ☐ (Interlocutory)

Oral Argument ☐ (Yes) ☐ (No)

CERTIFICATIONS - Check **ONLY** if appropriate

☐ Counsel certify that they have conferred in a good faith effort to resolve the subject discovery dispute. **(Required by Local Rule 208.2(e) on motions relating to discovery.)**

☐ Counsel for moving party certifies that the subject **civil motion** is **uncontested** by all parties involved in the case. (If checked, skip Rule to Show Cause section below.)

By: _____
Counsel for Moving Party

RULE TO SHOW CAUSE – Check **ONE** of the Choice Listed Below:

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☐ Respondent is directed to show cause in the form of a **written response**, why the attached Family Court Discovery Motion is not entitled to the relief requested. Rule Returnable and Argument **the _____ day of _____, 20_____ at 1:00 p.m. at 321 Swede Street, Norristown, Pa.**

☐ Respondent is directed to file a **written response** in conformity with the Pennsylvania Rules of Civil Procedure.

☐ [illegible]-at-time of trial.

2018-14059-0020 7/2/2018 11:33 AM # 11848731
Rcpt#Z3428599 Fee:$0.00 Rule
Main (Public)
MontCo Prothonotary

By: Richard Kehs
Court Administrator

IN THE COURT OF COMMON PLEAS OF MONTGOMERY COUNTY, PENNSYLVANIA

INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542

vs.

MALLINCKRODT ARD INC FKA QUESTCOR PHARMACEUTICALS INC
ACCREDO HEALTH GROUP INC
CURASCRIPT INC
CURASCRIPT SD
EXPRESS SCRIPTS HOLDING COMPANY
et al

NO. 2018-14059

SPECIAL NOTE: Counsel for moving party is responsible to serve counsel for all other parties and all unrepresented parties with a copy of the completed cover sheet and shall file a certificate of service with the Prothonotary.

COVER SHEET OF MOVING PARTY

Date of Filing June 20 2018

Moving Party DEFENDANT

Counsel for Moving Party JOANNE C. LEWERS, ESQ ID:81195

Document Filed (Specify) MOTION FOR PRO HAC VICE OF EVAN R. KREINER, ESQ

Matter is (Check One) ☐ (Appealable) ☐ (Interlocutory)

Oral Argument ☐ (Yes) ☐ (No)

CERTIFICATIONS - Check **ONLY** if appropriate

☐ Counsel certify that they have conferred in a good faith effort to resolve the subject discovery dispute. **(Required by Local Rule 208.2(e) on motions relating to discovery.)**

☐ Counsel for moving party certifies that the subject **civil motion** is **uncontested** by all parties involved in the case. (If checked, skip Rule to Show Cause section below.)

By: _____
Counsel for Moving Party

RULE TO SHOW CAUSE – Check **ONE** of the Choice Listed Below:

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☐ Respondent is directed to file a **written response** in conformity with the Pennsylvania Rules of Civil Procedure.

☐ Rule returnable at time of trial.

2018-14059-0021 7/2/2018 11:33 AM # 11848732
Rcpt#Z3428599 Fee:$0.00 Rule
Main (Public)
MontCo Prothonotary

By: _____
Court Administrator

CERTIFICATE OF SERVICE

Joanne C. Lewers hereby certifies that a true and correct copy of the foregoing civil cover letters for the *Pro Hac Vice* Motions for Matthew M. Martino, Michael H. Menitove and Evan R. Kreiner of Skadden, Arps, Slate, Meagher & Flom LLP was forwarded to the following via E-mail and United States First Class Mail, postage prepaid, on Tuesday July 3, 2018:

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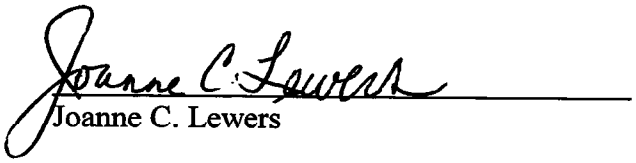

Joanne C. Lewers

Attorneys for Defendants Express Scripts Holding Company, Express Scripts, Inc., CuraScript, Inc., CuraScript SD, Accredo Health Group, Inc., and United BioSource Corporation, now known as United BioSource LLC, a wholly owned subsidiary of United BioSource Holdings, Inc.

NOAH MARLIER
PROTHONOTARY
MONTGOMERY COUNTY COURT HOUSE
P.O. BOX 311
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2018-14059-0234 8/25/2020 11:06 AM # 12834194
Rcpt#Z3916199 Fee:$0.00 Returned Copy
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MontCo Prothonotary

DAVID ERIC SHAPLAND ESQ
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LOS ANGELES, CA 90017

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BC: 19404031111 *0497-00257-31-00

IN THE COURT OF COMMON PLEAS OF MONTGOMERY COUNTY, PENNSYLVANIA

CIVIL ACTION - LAW

INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542 :No. 2018-14059

V.

MALLINCKRODT ARD, INC., ET AL.

[redacted]

2018-14059-0229 7/27/2020 8:53 AM # 12803068
Rcpt#Z3900045 Fee:$0.00 Order
Main (Public)
MontCo Prothonotary

ORDER

AND NOW, this 24th day of July, 2020, the order entered on July 21, 2020 regarding defendant's Motion for Protective Order is hereby VACATED due to the fact the motion is pending before Special Discovery Master Andy Braunfeld.

BY THE COURT:

Cheryl L. Austin J.

THIS DOCUMENT WAS DOCKETED AND SENT ON 07/27/2020

NOAH MARLIER
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MONTGOMERY COUNTY COURT HOUSE
P.O. BOX 311
NORRISTOWN, PENNSYLVANIA 19404-0311

CAPITAL DISTRICT 208

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BRIAN ROWE ESQ
1300 I STREET NW
SUITE 900
WASHINGTON DC 20005

2018-14059-0238 9/14/2020 9:29 AM # 12853693
Rcpt#Z3926277 Fee:$0.00 Returned Copy
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19404-03111 C021

IN THE COURT OF COMMON PLEAS
FOR MONTGOMERY COUNTY, PENNSYLVANIA

INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542, **Plaintiff,** **v.** **MALLINCKRODT ARD INC., *et al.*,** **Defendants.**	:	**Civil Action No. 2018-14059**

[PROPOSED] ORDER GRANTING MOTION FOR PROTECTIVE ORDER

AND NOW, this 21ST **day of** July, 2020, **upon consideration of Mallinckrodt ARD LLC's and Mallinckrodt plc's Motion for Protective Order to Prohibit Depositions of Sales Representatives and Sales Managers and any responses thereto, it is hereby ORDERED and DECREED that the motion is GRANTED.**

BY THE COURT,

Virgil B. Wall for

STEVEN C. TOLLIVER, SR., J.

2018-14059-0228 7/23/2020 9:00 AM # 12799939
Rcpt#Z3898522 Fee:$0.00 Order
Main (Public)
MontCo Prothonotary

NOAH MARLIER
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MONTGOMERY COUNTY COURT HOUSE
P.O. BOX 311
NORRISTOWN, PENNSYLVANIA 19404-0311

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2018-14059-0224 6/23/2020 9:49 AM # 12771549
Rcpt#Z3882802 Fee:$0.00 Returned Copy
Main (Public)
MontCo Prothonotary

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SC017E5800 C007

INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542,	:	IN THE MONTGOMERY COUNTY COURT OF COMMON PLEAS
Plaintiff,	:	
v.	:	Civil Action No. 2018-14059
MALLINCKRODT ARD, INC. *et al.*,	:	
Defendants.	:	

ORDER

AND NOW, this 5th day of JUNE, 2020, upon consideration of the Uncontested Motion for Admission *Pro Hac Vice* for Wrede H. Smith III, Esquire, of Arnold & Porter Kaye Scholer LLP and any response thereto, it is hereby ORDERED AND DECREED that the Motion is GRANTED. Wrede H. Smith III, Esquire is hereby admitted *Pro Hac Vice* before this Court for purposes of this matter. Mr. Smith shall comply with all applicable Rules of Court.

BY THE COURT:

J.

Henry S. Hilles, III, Judge

NOAH MARLIER
PROTHONOTARY
MONTGOMERY COUNTY COURT HOU:
P.O. BOX 311
NORRISTOWN, PENNSYLVANIA 19404-0

2018-14059-0232 8/17/2020 12:41 PM # 12825685
Rcpt#Z3911897 Fee:$0.00 Returned Copy
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NSN BC: 19404031111 *0297-02570-27-37

IN THE COURT OF COMMON PLEAS
FOR MONTGOMERY COUNTY, PENNSYLVANIA

INTERNATIONAL UNION OF OPERATING ENGINEERS LOCAL 542, **Plaintiff,** **v.** **MALLINCKRODT ARD INC., *et al.*,** **Defendants.**	:	**Civil Action No. 2018-14059**

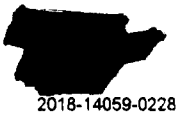
[PROPOSED] ORDER GRANTING MOTION FOR PROTECTIVE ORDER

AND NOW, this 21st **day of** July, 2020, **upon consideration of Mallinckrodt ARD LLC's and Mallinckrodt plc's Motion for Protective Order to Prohibit Depositions of Sales Representatives and Sales Managers and any responses thereto, it is hereby ORDERED and DECREED that the motion is GRANTED.**

BY THE COURT,

Virgil B. Walk for

STEVEN C. TOLLIVER, SR., J.



2018-14059-0228 7/23/2020 9:00 AM # 12799939
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